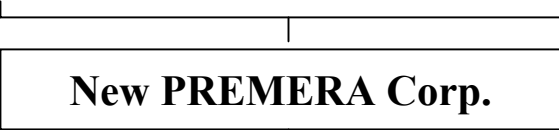


Organizational Chart
Post Conversion
Transaction

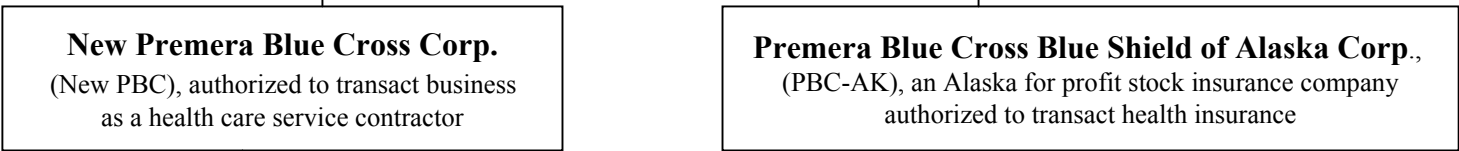
Exhibit B-3



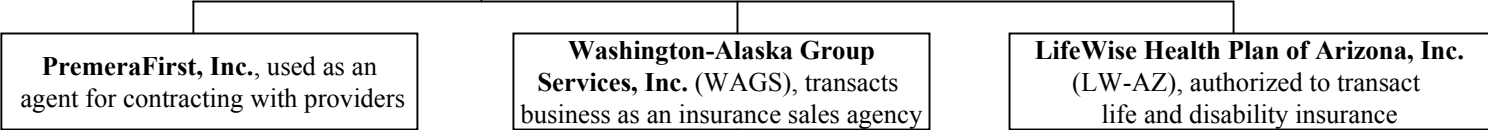
Foundations collectively hold 100% of the initial New PREMERA stock; 90% to 95% voting interest is held in two Voting Trusts*



New Premera Corp. is the ultimate controlling person and owns 100% of voting securities of New PBC and PBC-AK



New PBC owns 100% of voting securities of PremeraFirst, WAGS and LW-AZ



WAGS owns 100% of voting securities of LWWA, LWA, LW Admin., NorthStar, New Calypso and LWOR



Owens 100% of voting securities of WBA

* Foundation Shareholders and the Trustee of the Voting Trusts have submitted a disclaimer of ultimate control.
** Unless otherwise noted, all entities are Washington corporations under Chapter 23B RCW.